

Minutes of the meeting of the Audit and Compliance Committee of the Board of Directors of the Cook County Health and Hospitals System held Thursday, June 20, 2019 at the hour of 9:00 A.M. at 1950 W. Polk Street, in Conference Room 5301, Chicago, Illinois.

I. Attendance/Call to Order

Chair Koetting called the meeting to order.

Present: Chair Mike Koetting and Directors Ada Mary Gugenheim; Robert G. Reiter, Jr.; and Layla P. Suleiman Gonzalez, PhD, JD (4)

Telephonically Present: Directors Mary B. Richardson-Lowry and Sidney A. Thomas, MSW

Board Chair M. Hill Hammock (ex-officio)

Absent: Director Hon. Dr. Dennis Deer, LCPC, CCFC (1)

Additional attendees and/or presenters were:

Ekerete Akpan – Chief Financial Officer
Cathy Bodnar – Chief Corporate Compliance and Privacy Officer
Ryan Caldwell - RSM
Debra Carey – Deputy Chief Executive Officer, Operations
Pat Kitchen - RSM

Jeff McCutchan –General Counsel
Deborah Santana – Secretary to the Board
Tom Schroeder – Director of Internal Audit
John Jay Shannon, MD – Chief Executive Officer (telephonically)

II. Public Speakers

Chair Koetting asked the Secretary to call upon the registered public speakers.

The Secretary responded that there were none present.

III. Report from Chief Corporate Compliance and Privacy Officer (Attachment #1)

Cathy Bodnar, Chief Corporate Compliance and Privacy Officer, provided an overview of the information contained in the Report and related action items under Agenda Item IV(A). The Committee reviewed and discussed the information.

The report included information on the following subjects:

- Metrics/Annual Reports:
 - Cook County Health as a Provider of Health Care Services
 - CountyCare Medicaid Health Plan
- Work Plan Activity
- Action – Review and Approvals (Agenda Item IV(A))
 - Code of Ethics (Review Only)
 - Audit and Compliance Committee Charter
 - Corporate Compliance Governance Reporting
 - Corporate Compliance Hot Line Charter

III. Report from Chief Corporate Compliance and Privacy Officer (continued)

With regard to the Corporate Compliance Hot Line Charter, Ms. Bodnar noted that it is being brought to the Committee for approval at this time, but because it is an operational charter, she recommends that the future state for this Charter be managed through Cook County Health's Compliance Executive Committee.

During the review of the information on slide 7 of the presentation, regarding projects involving safeguarding protected health information, Director Richardson-Lowry suggested that staff look for federal grant funding opportunities that could provide additional resources for those projects.

IV. Action Items

A. Corporate Compliance Action Items

- **Receive and File Code of Ethics for Cook County Health** (Attachment #2)
- **Approval of Audit and Compliance Committee Charter** (Attachment #3)
- **Approval of Policy on Corporate Compliance Reporting to the Governance Authorities of Cook County Health** (Attachment #4)
- **Approval of Corporate Compliance Hot Line Charter** (Attachment #5)

Director Reiter, seconded by Director Gugenheim, moved to approve the Audit and Compliance Committee Charter; the Policy on Corporate Compliance Reporting to the Governance Authorities of Cook County Health; and the Corporate Compliance Hot Line Charter. THE MOTION CARRIED UNANIMOUSLY.

B. Minutes of the Audit and Compliance Committee Meeting, March 15, 2019

An amendment was made to the minutes to correct an error. Within the minutes, Director Suleiman Gonzalez was listed as making the motion to approve the Internal Audit Charter; however, she was absent at that meeting. That motion now properly reflects that Director Reiter made the motion to approve.

Director Reiter, seconded by Director Gugenheim, moved to approve the minutes of the Audit and Compliance Committee Meeting of March 15, 2019, as amended. THE MOTION CARRIED UNANIMOUSLY.

C. Any items listed under Sections IV and V

V. Closed Meeting Items

A. Report from Director of Internal Audit

B. Discussion of Personnel Matters

Director Reiter, seconded by Director Gugenheim, moved to recess the open meeting and convene into a closed meeting, pursuant to the following exceptions to the Illinois Open Meetings Act: 5 ILCS 120/2(c)(1), regarding "the appointment, employment, compensation, discipline, performance, or dismissal of specific employees of the public body or legal counsel for the public body, including hearing testimony on a complaint lodged against an employee of the public body or against

V. Closed Meeting Items (continued)

legal counsel for the public body to determine its validity,” and 5 ILCS 120/2(c)(29), regarding “meetings between internal or external auditors and governmental audit committees, finance committees, and their equivalents, when the discussion involves internal control weaknesses, identification of potential fraud risk areas, known or suspected frauds, and fraud interviews conducted in accordance with generally accepted auditing standards of the United States of America.”

On the motion to recess the open meeting and convene into a closed meeting, a roll call was taken, the votes of yeas and nays being as follows:

Yeas: Chair Koetting and Directors Gugenheim and Reiter (3)

Nays: None (0)

Absent: Directors Deer and Suleiman Gonzalez* (2)

* Director Suleiman Gonzalez was not present when the roll call on the motion to go into a closed meeting was taken, but was present during the closed meeting.

THE MOTION CARRIED UNANIMOUSLY and the Committee convened into a closed meeting.

Chair Koetting declared that the closed meeting was adjourned. The Committee reconvened into the open meeting.

VI. Adjourn

As the agenda was exhausted, Chair Koetting declared the meeting ADJOURNED.

Respectfully submitted,
Audit and Compliance Committee of the Board of Directors of the
Cook County Health and Hospitals System

XXXXXXXXXXXXXXXXXXXXXXXXXXXX
Mike Koetting, Chair

Attest:

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Deborah Santana, Secretary

Requests/Follow-up:

There were no requests for follow-up at this meeting.